

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	Docket No. <u>13659 + 13992</u>

ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN
OGILVY RENAULT LLP
AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") seeking entry of an order pursuant to sections 327(a) and 330 of title 11 of the United States Code (as amended, the "Bankruptcy Code") authorizing the Debtors to employ and retain Ogilvy Renault LLP ("OR") as special counsel for the Debtors with respect to the specific matters set forth in the Application; and upon the Affidavit of Teresa J. Walsh, a partner in the law firm of OR, submitted in support of the Application; and it

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedeo, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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appearing that the relief requested is in the best interest of the Debtors' estates and their creditors and other parties-in-interest; and it appearing that this is a core matter under 28 U.S.C. § 157(b); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that OR does not represent any interest adverse to the Debtors or their estates with respect to the matters on which OR is to be employed, and meets all requirements for retention set forth in the Bankruptcy Code, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and it appearing that the terms and conditions of OR's employment as further described in the Application are reasonable and appropriate; and adequate notice having been given of the Application; and good and sufficient cause existing to grant the Application;

IT IS HEREBY ORDERED, FOUND AND DETERMINED THAT:

1. The Application is GRANTED.
2. Pursuant to Sections 327(a) and 330 of the Bankruptcy Code, the retention and employment of OR as special counsel for the Debtors for the purposes set forth in the Application is hereby approved.
3. OR shall be compensated under Sections 330 and 331 of the Bankruptcy Code, the Interim Compensation Order and the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation, the Order Appointing Fee Auditor and any further or other Orders of this Court concerning compensation of professionals in these cases, and in accordance with the terms set forth in the Application, and shall be reimbursed for all allowed necessary, actual and reasonable expenses.

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4. The allowed fees and expenses of OR shall be an administrative expense of the Debtors' estates.
5. This Order shall be effective immediately upon its entry.
6. This Court shall retain jurisdiction to hear and determine any matters arising from the implementation of this Order.

Dated: December 18, 2006

Judith K. Fitzgerald

The Honorable
United States Bankruptcy Judge *JCF*